

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER UNDER FED. R. BANKR. P. 9019 AUTHORIZING AND
APPROVING DELPHI AUTOMOTIVE SYSTEMS LLC'S ENTRY INTO
SETTLEMENT AGREEMENT WITH VALEO SWITCHES AND DETECTIONS
SYSTEMS, INC. AND VALEO ELECTRICAL SYSTEMS, INC.

("VALEO SETTLEMENT ORDER")

Upon the motion, dated October 5, 2007 (the "Motion"), of Delphi Automotive Systems LLC ("DAS LLC"), for an order under Fed. R. Bankr. P. 9019 authorizing and approving DAS LLC's entry into a settlement agreement with Valeo Switches and Detections Systems, Inc. and Valeo Electrical Systems, Inc. (the "Settlement Agreement"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of DAS LLC, its estate, its stakeholders, and other parties-in-interest; and DAS LLC having shown that the decision to enter into the Settlement Agreement is reasonable and appropriate under the circumstances; and proper and adequate notice of the Motion having been given and it appearing that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Settlement Agreement is hereby approved.

3. DAS LLC is hereby authorized, but not directed, to enter into the Settlement Agreement.

4. DAS LLC is authorized, but not directed, to execute and deliver, and perform under, consummate, and implement all additional instruments and documents as may be reasonably necessary or desirable to implement and perform under the Settlement Agreement.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

6. The requirement under rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
October ___, 2007

UNITED STATES BANKRUPTCY JUDGE